

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

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MICHAEL CROSTA,

Plaintiff,

Case No.: 3:12CV717

-against-

ROBERT BUSSE & CO., INC., JANE  
CARDINALE, AS ADMINSTRATOR  
OF THE ESTATE OF EMANUEL  
CARDINALE

Defendants.

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**ANSWER**

Defendants, Robert Busse & Co., Inc. ("Busse") and Jane Cardinale, as administrator of the Estate of Emanuel Cardinale" (collectively "Defendants"), by their attorneys, Patton Boggs LLP and Meltzer, Lippe, Goldstein & Breitstone, LLP, as and for their Answer to the Complaint, set forth the following:

**AS TO "PARTIES"**

1. Defendants admit the allegations of Paragraph "1" of the Complaint.
2. Defendants admit the allegations of Paragraph "2" of the Complaint.
3. Defendants deny the allegations of Paragraph "3" of the Complaint, except admit that Emanuel Cardinal was the President and CEO and majority shareholder of Busse.
4. Defendants deny the allegations of Paragraph "4" of the Complaint.

**AS TO “JURISDICTION”**

5. Defendants neither admit nor deny the allegations of Paragraph “5” of the Complaint as they are not allegations of fact, but rather legal conclusions. To the extent an answer is required, Defendants deny the allegations contained in this paragraph.

**AS TO “VENUE”**

6. Defendants neither admit nor deny the allegations of Paragraph “6” of the Complaint as they are not allegations of fact, but rather legal conclusions. To the extent an answer is required, Defendants deny the allegations contained in this paragraph.

7. Defendants neither admit nor deny the allegations of Paragraph “7” of the Complaint as they are not allegations of fact, but rather legal conclusions. To the extent an answer is required, Defendants deny the allegations contained in this paragraph.

**AS TO “FACTS”**

8. Defendants admit the allegations of Paragraph “8” of the Complaint.

9. Defendants deny the allegations of Paragraph “9” of the Complaint, extent admit that the contract between Crosta and Busse called for Crosta to continue working for Busse.

10. Defendants admit the allegations of Paragraph “10” of the Complaint.

11. Defendants admit the allegations of Paragraph “11” of the Complaint.

12. Defendants admit the allegations of Paragraph “12” of the Complaint.

13. Defendants admit the allegations of Paragraph “13” of the Complaint.

14. Defendants admit the allegations of Paragraph “14” of the Complaint.

15. Defendants neither admit nor deny the allegations of Paragraph “15” of the Complaint as they are not allegations of fact, but rather legal conclusions. To the extent an answer is required, Defendants deny the allegations contained in this paragraph.

16. Defendants admit the allegations of Paragraph “16” of the Complaint.

17. Defendants neither admit nor deny the allegations of Paragraph “17” of the Complaint as they are not allegations of fact, but rather legal conclusions. To the extent an answer is required, Defendants deny the allegations contained in this paragraph.

18. Defendants deny having sufficient knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph “18” of the Complaint, except admit that Crosta is over 50 years old.

19. Defendants deny having sufficient knowledge or information sufficient to form a belief as to the truth of the allegations contained in Paragraph “19” of the Complaint.

20. Defendants deny the allegations contained in Paragraph “20” of the Complaint, except admit that Crosta was sent a termination letter dated December 12, 2011 following his termination by Emanuel Cardinale on December 6, 2011.

21. Defendants deny the allegations of Paragraph “21” of the Complaint.

22. Defendants deny the allegations of Paragraph “22” of the Complaint.

23. Defendants deny the allegations of Paragraph “23” of the Complaint.

24. Defendants deny the allegations of Paragraph “24” of the Complaint.

25. Defendants deny the allegations of Paragraph “25” of the Complaint.

26. Defendants deny the allegations of Paragraph “26” of the Complaint.

27. Defendants deny the allegations of Paragraph “27” of the Complaint.

28. Defendants deny the allegations of Paragraph “28” of the Complaint.

29. Defendants deny the allegations of Paragraph “29” of the Complaint.

30. Defendants deny the allegations of Paragraph “30” of the Complaint.

31. Defendants deny the allegations of Paragraph “31” of the Complaint.

**AS TO "COUNT I"**  
**(Anticipatory Repudiation of the Contract)**

32. With respect to the allegations of Paragraph "32", Defendants repeat and reallege all admissions and denials set forth in response to the paragraphs referenced as though set forth at length herein.

33. Defendants deny the allegations of Paragraph "33" of the Complaint.

34. Defendants deny the allegations of Paragraph "34" of the Complaint.

35. Defendants deny the allegations of Paragraph "35" of the Complaint.

36. Defendants deny the allegations of Paragraph "36" of the Complaint.

Defendants deny Plaintiff is entitled to any of the relief set forth in his WHEREFORE clause following Count I.

**AS TO "COUNT II"**  
**(Piercing the Corporate Veil)**

37. With respect to the allegations of Paragraph "37", Defendants repeat and reallege all admissions and denials set forth in response to the paragraphs referenced as though set forth at length herein.

38. Defendants deny the allegations of Paragraph "38" of the Complaint.

Defendants deny Plaintiff is entitled to any of the relief set forth in his WHEREFORE clause following Count II.

**AS TO "COUNT III"**  
**(Accounting and Constructive Trust)**

39. With respect to the allegations of Paragraph "39", Defendants repeat and reallege all admissions and denials set forth in response to the paragraphs referenced as though set forth at length herein.

40. Defendants deny the allegations of Paragraph "40" of the Complaint.

Defendants deny Plaintiff is entitled to any of the relief set forth in his WHEREFORE clause following Count III.

**AS TO "COUNT IV"**  
**(Preliminary and Permanent Injunction Noncompete)**

41. With respect to the allegations of Paragraph "41", Defendants repeat and reallege all admissions and denials set forth in response to the paragraphs referenced as though set forth at length herein.

42. Defendants deny the allegations of Paragraph "42" of the Complaint.

43. Defendants deny the allegations of Paragraph "43" of the Complaint.

44. Defendants deny the allegations of Paragraph "44" of the Complaint.

45. Defendants deny the allegations of Paragraph "45" of the Complaint.

46. Defendants deny the allegations of Paragraph "46" of the Complaint.

Defendants deny Plaintiff is entitled to any of the relief set forth in his WHEREFORE clause following Count IV.

**AS AND FOR A FIRST AFFIRMATIVE DEFENSE**

1. Plaintiff's Complaint fails to state a cause of action upon which relief can be granted as a matter of fact and/or law.

**AS AND FOR A SECOND AFFIRMATIVE DEFENSE**

2. Plaintiff's Complaint should be dismissed because all actions taken by Defendants with respect to Plaintiff were undertaken in good faith and for legitimate reasons.

**AS AND FOR A THIRD AFFIRMATIVE DEFENSE**

3. Plaintiff's Complaint is barred under the doctrine of unclean hands.

**AS AND FOR A FOURTH AFFIRMATIVE DEFENSE**

4. Plaintiff was terminated "for cause" thereby forfeiting any rights he had to any Fictitious Share Units to which he may have been entitled.

**AS AND FOR A FIFTH AFFIRMATIVE DEFENSE**

5. This matter should be transferred to the Eastern District of New York based upon the convenience of the parties and witnesses as well as in the interest of justice.

**WHEREFORE**, it is respectfully requested that the Complaint be dismissed in its entirety and that Defendants be awarded:

- A) The costs and disbursements of this action; and
- B) Such other and further relief as this Court deems just and proper.

Dated: November 26, 2012

**PATTON BOGGS LLP**

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**RULE 7.1 STATEMENT**

Pursuant to Rule 7.1 of the Federal Rules of Civil Procedure and to enable Judges and Magistrate Judges of the Court to evaluate possible disqualification or recusal, the undersigned counsel for ROBERT BUSSE & CO., INC. certifies that the following are publicly held corporate parents, affiliates and/or subsidiaries of said parties, owning 10% of said parties' stock.

**NONE**

Dated: November 26, 2012

**PATTON BOGGS LLP**

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Counsel for Defendants

Robert Busse & Co., Inc., *et al.*



**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that on this 26<sup>th</sup> day of November, 2012, true and correct copies of the foregoing Answer and Rule 7.1 Statement were served on the following via the Court's ECF system:

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By: /s/ Benjamin Gaillard Chew (VSB # 29113)